

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee The Beeper Company of America, Inc.		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 58-1735506	T50. Internet or e-mail address		

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Yes</u>	<u>No</u>

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The **ASSIGNOR** or **TRANSFEROR** represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

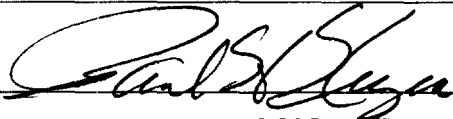
T60. Typed Name of Person Signing

Paul H. Kuzia

T61. Title

Executive Vice President,
Technology and Regulatory Affairs

T62. Signature



T63. Date

AUG 26 1998

ASSIGNEE OR TRANSFeree CERTIFICATION

The **ASSIGNEE** or **TRANSFeree** waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation

T65. Typed Name of Person Signing

Paul H. Kuzia

T66. Title

Executive Vice President,
Technology and Regulatory Affairs

T67. Signature



T68. Date

AUG 26 1998

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

THE BEEPER COMPANY OF AMERICA, INC.

In response to Items T22 - T26, The Beeper Company of America, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KAF636	Paging and Radiotelephone Service	CD	22
KAF648	Paging and Radiotelephone Service	CD	22
KKV690	Paging and Radiotelephone Service	CD	22
KNKB622	Paging and Radiotelephone Service	CD	22
KNKB876	Paging and Radiotelephone Service	CD	22
KNKC219	Paging and Radiotelephone Service	CD	22
KNKC343	Paging and Radiotelephone Service	CD	22
KNKC418	Paging and Radiotelephone Service	CD	22
KNKD501	Paging and Radiotelephone Service	CD	22
KNKG538	Paging and Radiotelephone Service	CD	22
KWU357	Paging and Radiotelephone Service	CD	22
KWU359	Paging and Radiotelephone Service	CD	22
KWU404	Paging and Radiotelephone Service	CD	22
KWU478	Paging and Radiotelephone Service	CD	22

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>			
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> * See Section 11.C			
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>			
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>			
T21. Is local or state authorization required for this assignment or transfer of control? (**) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals			

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Arch Connecticut Valley, Inc.		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 04-2944388		T50. Internet or e-mail address	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>


* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Yes</u>	<u>No</u>
See Section II.B			
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Yes</u>	<u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>


ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing Paul H. Kuzia	T61. Title Executive Vice President, Technology and Regulatory Affairs
T62. Signature 	T63. Date AUG 26 1998

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation	T66. Title Executive Vice President, Technology and Regulatory Affairs
T65. Typed Name of Person Signing Paul H. Kuzia	T68. Date AUG 26 1998
T67. Signature 	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

ARCH CONNECTICUT VALLEY, INC.

In response to Items T22 - T26, Arch Connecticut Valley, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KCB892	Paging and Radiotelephone Service	CD	22
KCC266	Paging and Radiotelephone Service	CD	22
KCC790	Paging and Radiotelephone Service	CD	22
KCI304	Paging and Radiotelephone Service	CD	22
KDS296	Paging and Radiotelephone Service	CD	22
KNKC725	Paging and Radiotelephone Service	CD	22
KNKC828	Paging and Radiotelephone Service	CD	22
KNKC838	Paging and Radiotelephone Service	CD	22
KNKC861	Paging and Radiotelephone Service	CD	22
KNKC881	Paging and Radiotelephone Service	CD	22
KNKG470	Paging and Radiotelephone Service	CD	22
KNKG471	Paging and Radiotelephone Service	CD	22
KNKG540	Paging and Radiotelephone Service	CD	22
KNKJ292	Paging and Radiotelephone Service	CD	22
KNKJ296	Paging and Radiotelephone Service	CD	22
KNKJ305	Paging and Radiotelephone Service	CD	22
KNKJ989	Paging and Radiotelephone Service	CD	22
KNKK666	Paging and Radiotelephone Service	CD	22
KPD916	Paging and Radiotelephone Service	CD	22
KPE438	Paging and Radiotelephone Service	CD	22
KUC920	Paging and Radiotelephone Service	CD	22
KUS271	Paging and Radiotelephone Service	CD	22
KWU411	Paging and Radiotelephone Service	CD	22
WXS329	Paging and Radiotelephone Service	CD	22

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
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ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
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T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>			
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> * See Section 11.C			
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>			
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>			
T21. Is local or state authorization required for this assignment or transfer of control? (**) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals			

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

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ASSIGNMENT OF STOCK

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T49. Taxpayer Identification Number 04-3258520		T50. Internet or e-mail address	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Yes</u>	<u>No</u>

BASIC QUALIFICATIONS

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See Section II.B

T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court? (N) Yes No

T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? (N) Yes No

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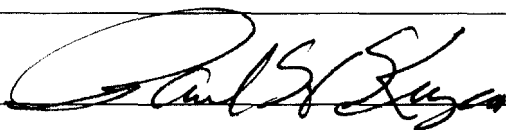
T60. Typed Name of Person Signing

Paul H. Kuzia

T61. Title

Executive Vice President,
Technology and Regulatory Affairs

T62. Signature



T63. Date

AUG 26 1998

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation

T65. Typed Name of Person Signing

Paul H. Kuzia

T66. Title

Executive Vice President,
Technology and Regulatory Affairs

T67. Signature



T68. Date

AUG 26 1998

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BECKER BEEPER, INC.

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<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNLM443	Paging and Radiotelephone Service	CD	22
KOR933	Paging and Radiotelephone Service	CD	22

FCC 490**FEDERAL COMMUNICATIONS COMMISSION**Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.**FCC Use Only**
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service**FCC Use Only****FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>			
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> * See Section 11.C			
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>			
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>			
T21. Is local or state authorization required for this assignment or transfer of control? (**) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals			

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Cascade Mobile Communications Limited Partnership		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 93-1173196		T50. Internet or e-mail address	

ALIEN OWNERSHIP


T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Yes</u>	<u>No</u>

BASIC QUALIFICATIONS

<p>T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>See Section II.B</p>			
<p>T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>
<p>T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?</p>	<p>(N)</p>	<p><u>Yes</u></p>	<p><u>No</u></p>


ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

<p>T60. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T61. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>
<p>T62. Signature</p> 	<p>T63. Date</p> <p style="text-align: right;">AUG 26 1998</p>

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

<p>T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation</p>			
<p>T65. Typed Name of Person Signing</p> <p>Paul H. Kuzia</p>	<p>T66. Title</p> <p>Executive Vice President, Technology and Regulatory Affairs</p>		
<p>T67. Signature</p> 	<p>T68. Date</p> <p style="text-align: right;">AUG 26 1998</p>		

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

CASCADE MOBILE COMMUNICATIONS LIMITED PARTNERSHIP

In response to Items T22 - T26, Cascade Mobile Communications Limited Partnership submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KNKI641	Paging and Radiotelephone Service	CD	22

FCC 490**FEDERAL COMMUNICATIONS COMMISSION**Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.**FCC Use Only**
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> Consent to <u>Transfer of Control of Licensee</u>			
T18. How will assignment or transfer of control be accomplished? (O*) <u>Sale or other transfer or assignment of stock</u> <u>Other</u> * See Section 11.C			
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>			
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>			
T21. Is local or state authorization required for this assignment or transfer of control? (**) <u>Yes</u> <u>No</u> ** Applicant will obtain all requisite state/local approvals			

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29. See Section II.C	T30. See Section II.C
Shares authorized	T31. See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D New Shareholders of Arch Communications Group, Inc.		T34. Voice Telephone Number (508) 898-0962	
T35. Assumed Name Used for Doing Business (if any) 1800 West Park Drive, Suite 250		T36. Fax Telephone Number (508) 898-1953	
T37. Mailing Street Address or P.O. Box			
T38. City Westborough		T39. State MA	T40. Zip Code 01581

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee Kelley's Licensee Corporation		T42. Voice Telephone Number (508) 870-6700	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (508) 870-2760	
T45. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T46. City Westborough		T47. State MA	T48. Zip Code 01581
T49. Taxpayer Identification Number 33-0598812		T50. Internet or e-mail address	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Yes</u>	<u>No</u>
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Yes</u>	<u>No</u>

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	Yes	No	See Section II.B
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	Yes	No	
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	Yes	No	
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	Yes	No	

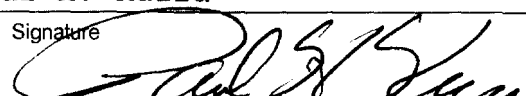
ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing Paul H. Kuzia	T61. Title Executive Vice President, Technology and Regulatory Affairs
T62. Signature 	T63. Date AUG 26 1998

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation				
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice President, Technology and Regulatory Affairs			
T67. Signature 	T68. Date AUG 26 1998			

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KELLEY'S LICENSEE CORPORATION

In response to Items T22 - T26, Kelley's Licensee Corporation submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KOA733	Paging and Radiotelephone Service	CD	22

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Associated FCC Form 159			\$	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Existing Shareholders of Arch Communications Group, Inc.		T2. Voice Telephone Number (508) 870-6700	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (508) 898-1953	
T5. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T6. City Westborough		T7. State MA	T8. Zip Code 01581
T9. Name of Contact Representative (if other than Assignor or Transferor) Kathryn Zachem, Esq.		T10. Voice Telephone Number (202) 783-4141	
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		T12. Fax Telephone Number (202) 783-5851	
T13. Mailing Street Address or P.O. Box 2300 N Street, N.W., Suite 700			
T14. City Washington		T15. State DC	T16. Zip Code 20037

TYPE OF TRANSACTION

T17. This application requests (T)	<u>Assignment of authorization</u>	<u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O*)	<u>Sale or other transfer or assignment of stock</u> * See Section 11.C	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (V)	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N)	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (**) ** Applicant will obtain all requisite state/local approvals		

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]